



FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[Docket No. FD 35784]

CSX Transportation, Inc.—Corporate Family Merger Exemption—Buffalo, Rochester and Pittsburgh Company

CSX Transportation, Inc. (CSXT) and Buffalo, Rochester and Pittsburgh Company (BR&P) (collectively, applicants) have jointly filed a verified notice of exemption under 49 CFR 1180.2(d)(3) for a corporate family transaction pursuant to which BR&P would be merged into CSXT.

Applicants state that CSXT directly controls and operates BR&P, which is a subsidiary of CSXT. According to the applicants, CSXT owns 99.9% of the issued and outstanding shares of common stock of BR&P and 100% of the issued and outstanding shares of the preferred stock of BR&P.<sup>1</sup>

Under the proposed transaction, BR&P will be merged with and into CSXT. Applicants state that the purpose of the corporate transaction is to simplify the corporate structure and reduce overhead costs, and that the transaction will reduce corporate overhead and duplication by eliminating one corporation while retaining the same assets to serve customers.

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<sup>1</sup> Applicants state that one share of common stock is outstanding in the name of Walston Hill Brown, who died in 1928 and whose beneficiaries, if any, have not been located. Pursuant to the Pennsylvania Abandoned and Unclaimed Property Act, the applicants state that CSXT will take such action and execute and deliver all such instruments and documents as may be required for the purpose of escheating the merger consideration payable with respect to the one share to the Pennsylvania Bureau of Unclaimed Property.

Unless stayed, the exemption will be effective on December 21, 2013 (30 days after the verified notice was filed). Applicants state that CSXT intends to merge BR&P into CSXT on or after that date.

This is a transaction within a corporate family of the type specifically exempted from prior review and approval under 49 CFR 1180.2(d)(3). Applicants state that the transaction will not result in adverse changes in service levels, significant operational changes, or a change in the competitive balance with carriers outside the corporate family.

Under 49 U.S.C. 10502(g), the Board may not use its exemption authority to relieve a rail carrier of its statutory obligation to protect the interests of its employees. As a condition to the use of this exemption, any employees adversely affected by this transaction will be protected by the conditions set forth in New York Dock Railway—Control—Brooklyn District Eastern Terminal, 360 I.C.C. 60 (1979).

If the notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the effectiveness of the exemption. Petitions for stay must be filed no later than December 13, 2013 (at least seven days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to Docket No. FD 35784, must be filed with the Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001. In addition, one copy of each pleading must be served on Louis E.

Gitomer, Esq., Law Offices of Louis E. Gitomer, 600 Baltimore Avenue, Suite 301,  
Towson, MD 21204.

Board decisions and notices are available on our website at  
“WWW.STB.DOT.GOV.”

Decided: December 3, 2013.

By the Board, Rachel D. Campbell, Director, Office of Proceedings.

Jeffrey Herzig

Clearance Clerk

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